

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**ORDER GRANTING DEBTORS' TENTH OMNIBUS OBJECTION TO CLAIMS
(FACIALLY DEFECTIVE AND TIME-BARRED SECURITIES CLAIMS)**

Upon the tenth omnibus objection to claims, dated July 1, 2013 (the "Tenth Omnibus Claims Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors-in-possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Disputed Claims on the basis that each such claim is facially defective and is barred by applicable statutes of limitation and repose all as more fully described in the Tenth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Tenth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Tenth Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Tenth Omnibus Claims Objection having been provided, and it

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Tenth Omnibus Claims Objection.

appearing that no other or further notice need be provided; upon consideration of the Tenth Omnibus Claims Objection and the *Declaration of Lewis Kruger in Support of the Debtors' Tenth Omnibus Objection to Claims (Facially Defective and Time-Barred Securities Claims)*, annexed to the Tenth Omnibus Claims Objection as Exhibit 1; and the Court having found and determined that the relief sought in the Tenth Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Tenth Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Tenth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto (collectively, the "Disputed Claims") are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Disputed Claims identified on the schedule attached as Exhibit A hereto so that such claims are no longer maintained on the Debtors' claims register; and it is further

ORDERED that the following matters relating to the Facially Defective and Time-Barred Securities Claims shall be adjourned to the omnibus hearing scheduled for September 11, 2013:

- Everest Reinsurance (Bermuda) Ltd. (Claim No. 3480);
- Everest International Reinsurance, Ltd. (Claim No. 3481);
- MetLife Inc. (Claim Nos. 5592 and 5601);
- MetLife Investors Insurance Company (Claim No. 5593);
- MetLife Alico Life Insurance K.K. (Claim No. 5651);

- MetLife Insurance Company of Connecticut (Claim Nos. 5661, 5664, 5669, 5672, 5676, 5679 and 5696);
- MetLife Investors USA Insurance Company (Claim Nos. 5681, 5687, 5689, 5691 and 5693);
Metropolitan Life Insurance Company (Claim Nos. 5608, 5611, 5614, 5618, 5621, 5624, 5628, and 5598);
- Metropolitan Tower Life Insurance Company (Claims Nos. 5551, 5555, 5577, 5579, 5584, and 5586); and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Tenth Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that all rights to object on any basis are expressly reserved with respect to any Disputed Claim listed on Exhibit A annexed hereto or any other claim not listed on Exhibit A; and it is further

ORDERED that this Order shall be a final order with respect to each of the Disputed Claims identified on Exhibit A, annexed hereto, as if each such Disputed Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

SO ORDERED:

Dated: September 4, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
1	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5118	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
2	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5120	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
3	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5121	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
4	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5122	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
5	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5125	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
6	Alea (Bermuda) Ltd. c/o Alea North America Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5356	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
7	Alea Holdings US Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5107	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042

¹ Upon Debtors' review of the Disputed Claims, it appears that certain claimants asserted an incorrect case number. Exhibit A reflects the case number that corresponds with the Debtor against whom such claim was filed

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
8	Alea Holdings US Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5106	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
9	Alea Holdings US Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5109	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
10	Alea North America Insurance Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5111	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
11	Alea North America Insurance Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5114	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
12	Alea North America Insurance Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5115	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
13	Alea North America Insurance Company Attn: Carl Speck 55 Capital Boulevard Rocky Hill, CT 06067	5358	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
14	Bayerische Landesbank Attn: Vincent Dolan 560 Lexington Avenue New York, NY 10022	5841	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$99,105,681.16 General Unsecured	Residential Accredit Loans, Inc.	12-12052

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
15	Bayerische Landesbank Attn: Vincent Dolan 560 Lexington Avenue New York, NY 10022	5842	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$56,979,982.72 General Unsecured	Residential Funding Mortgage Securities I, Inc.	12-12060
16	Bayerische Landesbank Attn: Vincent Dolan 560 Lexington Avenue New York, NY 10022	5843	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$116,502,827.16 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
17	Bayerische Landesbank Attn: Vincent Dolan 560 Lexington Avenue New York, NY 10022	5845	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$126,594,341.78 General Unsecured	Residential Asset Securities Corporation	12-12054
18	BlueMountain Credit Alternatives Master Fund LP c/o Patton Hahn Baker Donelson Bearman Caldwell & Berkowitz, PC 420 20th St. N., Ste. 1400 Birmingham, AL 35203	4716	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
19	BlueMountain Credit Alternatives Master Fund LP c/o Patton Hahn Baker Donelson Bearman Caldwell & Berkowitz, PC 420 20th St. N., Ste. 1400 Birmingham, AL 35203	4717	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
20	BlueMountain Credit Alternatives Master Fund LP c/o Patton Hahn Baker Donelson Bearman Caldwell & Berkowitz, PC 420 20th St. N., Ste. 1400 Birmingham, AL 35203	4719	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
21	BlueMountain Credit Alternatives Master Fund LP c/o Patton Hahn Baker Donelson Bearman Caldwell & Berkowitz, PC 420 20th St. N., Ste. 1400 Birmingham, AL 35203	4721	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
22	BlueMountain Credit Alternatives Master Fund LP c/o Patton Hahn Baker Donelson Bearman Caldwell & Berkowitz, PC 420 20th St. N., Ste. 1400 Birmingham, AL 35203	4724	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
23	Burroughs Wellcome Fund c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2822	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
24	Diocese of Brooklyn Pension Plan Core Bond Portfolio Attn: Thomas Granite Cobble Hill Financial Services, Inc. 99 West Main Street, Suite 200 Moorestown, NJ 08057	3718	11/8/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$285.71 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
25	Diocese of Brooklyn Pension Plan Core Bond Portfolio Attn: Thomas Granite Cobble Hill Financial Services, Inc. 99 West Main Street, Suite 200 Moorestown, NJ 08057	3721	11/8/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$11,930.96 General Unsecured	Residential Asset Securities Corporation	12-12054
26	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2825	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
27	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2837	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
28	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2842	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
29	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	4575	11/13/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
30	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	4582	11/13/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	Residential Asset Securities Corporation	12-12054
31	EFG Residential Mortgage Backed Fund Limited c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	4584	11/13/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
32	Enterprise Bank of Florida Patti Martin 3910 RCA Blvd. Suite 1001 Palm Beach Gardens, FL 33410	4830	11/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$124,506.00 General Unsecured	Residential Capital, LLC	12-12020
33	Enterprise Bank of Florida Patti Martin 3910 RCA Blvd. Suite 1001 Palm Beach Gardens, FL 33410	4832	11/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$62,710.00 General Unsecured	Residential Capital, LLC	12-12020
34	FIF V MBS Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5291	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
35	FIF V MBS Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5306	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
36	FIF V MBS Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5316	11/19/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
37	FIF V MBS III Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5310	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
38	FIF V MBS III Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5299	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
39	FIF V MBS III Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5307	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
40	FIF V MBS III Holdings LLC c/o Fortress Investments Group Attn: John Morrissey 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5309	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
41	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5630	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Mortgage Securities I, Inc.	12-12060
42	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5633	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage USA Corporation	12-12031

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
43	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5637	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
44	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5640	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
45	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5645	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
46	General American Life Insurance Company Attn: William Ding, Esq 10 Park Avenue Morristown, New Jersey 07962	5648	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
47	Hallmark Cards, Incorporated Master Trust c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2828	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
48	Hallmark Cards, Incorporated Master Trust c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2843	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Accredit Loans, Inc.	12-12052
49	Hallmark Cards, Incorporated Master Trust c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2845	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Mortgage Securities I, Inc.	12-12060

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
50	Independence IV CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4271	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,000,000.00 General Unsecured	Homecomings Financial, LLC	12-12042
51	Independence IV CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4328	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$8,000,000.00 General Unsecured	Residential Funding Company, LLC	12-12019
52	Independence IV CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4343	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$8,000,000.00 General Unsecured	Residential Capital, LLC	12-12020
53	Independence IV CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4351	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$8,000,000.00 General Unsecured	Residential Asset Securities Corporation	12-12054
54	Independence IV CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4275	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$8,000,000.00 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029
55	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4255	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$13,746,296.00 General Unsecured	Homecomings Financial, LLC	12-12042
56	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4280	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$18,622,500.00 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029

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57	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4333	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,920,000.00 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
58	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4344	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$19,765,993.00 General Unsecured	Residential Asset Securities Corporation	12-12054
59	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4347	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$18,622,500.00 General Unsecured	Residential Funding Company, LLC	12-12019
60	Independence V CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4352	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$18,622,500.00 General Unsecured	Residential Capital, LLC	12-12020
61	Independence VI CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4276	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,063,493.00 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029
62	Independence VI CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4334	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,063,493.00 General Unsecured	Residential Asset Securities Corporation	12-12054
63	Independence VI CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4341	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,063,493.00 General Unsecured	Residential Funding Company, LLC	12-12019

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64	Independence VI CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4342	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,063,493.00 General Unsecured	Residential Capital, LLC	12-12020
65	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4247	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$20,507,296.00 General Unsecured	Homecomings Financial, LLC	12-12042
66	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4299	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$29,149,599.00 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
67	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4326	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$55,156,402.00 General Unsecured	Residential Funding Company, LLC	12-12019
68	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4330	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$26,006,803.00 General Unsecured	Residential Asset Securities Corporation	12-12054
69	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4332	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$55,156,402.00 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029
70	Independence VII CDO, Ltd. Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4340	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$55,156,402.00 General Unsecured	Residential Capital, LLC	12-12020

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
71	Jane Street Global Trading, LLC One New York Plaza, 33rd floor New York, NY 10004	5292	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$6,000,000 General Unsecured	Residential Asset Securities Corporation	12-12054
72	JMG Capital Partners, LP Noelle Newton 11601 Wilshire Blvd. Suite 1925 Los Angeles, CA 90025	4465	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$67,315.00 General Unsecured	Residential Capital, LLC	12-12020
73	JMG Triton Offshore, Ltd Noelle Newton 11601 Wilshire Blvd. Suite 1925 Los Angeles, CA 90025	4442	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$67,315.00 General Unsecured	Residential Capital, LLC	12-12020
74	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5528	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	Residential Capital, LLC	12-12020
75	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5530	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	Residential Funding Company, LLC	12-12019
76	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5533	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029
77	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5535	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	GMAC Mortgage, LLC	12-12032

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
78	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5536	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	Homecomings Financial, LLC	12-12042
79	Michelin N.A., Inc. Master Trust Attn: Matthew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	5540	11/12/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$674,095.16 General Unsecured	Residential Accredit Loans, Inc.	12-12052
80	New England Life Insurance Company Attn: William Ding, Esq. 10 Park Avenue Morristown, New Jersey 07962	5595	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Mortgage Securities I, Inc.	12-12060
81	Newcastle Investment Corp. Attn: Randal Nardone 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5701	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
82	Newcastle Investment Corp. Attn: Randal Nardone 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5703	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
83	Newcastle Investment Corp. Attn: Randal Nardone 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5705	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
84	Newcastle Investment Corp. Attn: Randal Nardone 1345 Avenue of the Americas, 46th Floor New York, NY 10105	5708	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
85	Partners in Prophet Ltd Prophet Capital Asset Management, LP 5000 Plaza On The Lake, Suite 180 Austin, Texas 78746	4837	11/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$22,790,584.65 General Unsecured	Residential Capital, LLC	12-12020
86	PCM Provident Agency Master Fund LP 14601 27th Ave. N. Suite 102 Plymouth, MN 55447	5526	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,188,515.80 General Unsecured	Residential Capital, LLC	12-12020
87	Pine Mountain CDO Ltd. c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2840	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
88	Prophet Opportunity Partners, LP Prophet Capital Asset Management, LP 5000 Plaza On the Lake, Suite 180 Austin, Texas 78746	4838	11/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,166,867.28 General Unsecured	Residential Capital, LLC	12-12020
89	Senior Health Insurance Company of Pennsylvania Attn: Paul Lorentz, SVP, Finance 1289 City Center Drive, Suite 200 Carmel, IN 46032	5655	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$23,601,212.04 General Unsecured	Residential Capital, LLC	12-12020
90	Serengeti Opportunities MM LP c/o Serengeti Asset Management LP Attn: Marc Baum 632 Broadway, 12th Floor New York, NY 10012	5265	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032
91	Serengeti Opportunities MM LP c/o Serengeti Asset Management LP Attn: Marc Baum 632 Broadway, 12th Floor New York, NY 10012	5600	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
92	Smith Breeden Securitized Credit Opportunities Master Ltd. c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2831	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
93	Smith Breeden Short Duration Ltd. c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2833	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
94	State Board of Administration of Florida c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2827	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
95	Stonebridge Life Insurance Company Attn: Paul Lorentz, SVP, Finance 1289 City Center Drive, Suite 200 Carmel, IN 46032	5675	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,729,074.30 General Unsecured	Residential Capital, LLC	12-12020
96	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4304	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,000,000.00 General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
97	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4345	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,157,413.00 General Unsecured	Residential Funding Company, LLC	12-12019

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
98	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4346	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,157,413.00 General Unsecured	Residential Asset Securities Corporation	12-12054
99	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4348	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,157,413.00 General Unsecured	Homecomings Financial, LLC	12-12042
100	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4349	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,157,413.00 General Unsecured	Residential Capital, LLC	12-12020
101	Straits Global ABS CDO I, Ltd. Attn: Mathew P. Morris Grant & Eisenhofer P.A. 485 Lexington Ave. New York, NY 10017	4350	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,157,413.00 General Unsecured	GMAC-RFC Holding Company, LLC	12-12029
102	TCT FEDERAL CREDIT UNION 416 Federal Credit Union Ballston Spa, NY 12012	2888	11/8/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$199,350.00 Secured \$0.00 Priority \$50,196.85 General Unsecured	Residential Capital, LLC	12-12020
103	TIFF Keystone Fund, L.P. c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2834	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
104	TIFF Multi Asset Fund (Smith Breeden Securitized Credit Opp. High Alpha Account) c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2836	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
105	Tom Huston Jr Trustee of Revocable Trust UAD 8-2-1982 Tom Huston Jr. 1121 Madruga Ave #401 Coral Gables, FL 33146	4639	11/13/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$6,000.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Funding Mortgage Securities I, Inc.	12-12060
106	Underlying Funds Trust, on behalf of its series Relative Value c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2830	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053
107	Underlying Funds Trust, on behalf of its series Relative Value c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2838	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
108	Unisys Master Trust c/o Smith Breeden Associates, Inc. 280 South Mangum Street, Suite 301 Durham, NC 27701	2841	11/9/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Securities Corporation	12-12054
109	University of Minnesota Foundation c/o Fortress Mortgage Portfolio Strategies Advisors LLC Attn: John Morrissey 1345 Ave of the Americas, 23rd Floor New York, NY 10105	5126	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Homecomings Financial, LLC	12-12042
110	University of Minnesota Foundation c/o Fortress Mortgage Portfolio Strategies Advisors LLC Attn: John Morrissey 1345 Ave of the Americas, 23rd Floor New York, NY 10105	5127	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Asset Mortgage Products, Inc.	12-12053

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	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Case Number ¹
111	University of Minnesota Foundation c/o Fortress Mortgage Portfolio Strategies Advisors LLC Attn: John Morrissey 1345 Ave of the Americas, 23rd Floor New York, NY 10105	5128	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019
112	University of Minnesota Foundation c/o Fortress Mortgage Portfolio Strategies Advisors LLC Attn: John Morrissey 1345 Ave of the Americas, 23rd Floor New York, NY 10105	5129	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032

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